

McCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

SUITE 4000

309 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412

TELEPHONE 566-1818

G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES R. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THEA G. EVANKOVICH
EWING C. BASHOR
GRETCHEN G. DONALDSON
BERNARD J. BERCIK, JR.

JOHN A. McCANN
1891-1872

FACSIMILE:
(412) 566-1817

RECORDATION NO. 15630-H September 30, 1988

OCT 3 1988-11 02 AM

RECORDATION NO. 15734-B

OCT 3 1988-11 02 AM

Secretary, INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 15644-B

INTERSTATE COMMERCE COMMISSION

Dear Madam:

OCT 3 1988-11 02 AM

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are three (3) executed counterparts of a Partial Termination of Security Agreements and Collateral Assignments dated as of April 29, 1988, May 19, 1988, June 29, 1988. The Security Agreements were recorded at ICC recordation number 15630, 15644, 15734, respectively. The Collateral Assignments were recorded at ICC recordation number 15630-A, 15644-A, 15734-A, respectively.

A general description of the railroad equipment covered by the enclosed documents is:

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
HT	100 ton, 3,418 cubic foot, triple pocket open top hopper cars remanufactured (Rule 18) by Bethlehem Steel Freight Car Division, 1988.	100	TWRY 5003 - 5005, inclusive TWRY 5007 - 5008, inclusive TWRY 5011 - 5016, inclusive TWRY 5018 - 5019, inclusive TWRY 5022 - 5024, inclusive TWRY 5027 - 5028, inclusive TWRY 5033 TWRY 5036 TWRY 5041 - 5043, inclusive TWRY 5045

CAR NUMBERS

TWRY 5047 -
5048, inclusive
TWRY 5050 -
5051, inclusive
TWRY 5053 -
5055, inclusive
TWRY 5058 -
5061, inclusive
TWRY 5063 -
5065, inclusive
TWRY 5069
TWRY 5073
TWRY 5075 -
5076, inclusive
TWRY 5078
TWRY 5081
TWRY 5085
TWRY 5087
TWRY 5091
TWRY 5094 -
5095, inclusive
TWRY 5098 -
5099, inclusive
TWRY 5101
TWRY 5103
TWRY 5105 -
5106, inclusive
TWRY 5111
TWRY 10001 -
10003, inclusive
TWRY 10005 -
10006, inclusive
TWRY 10009
TWRY 10014 -
10015, inclusive
TWRY 10033
TWRY 10038 -
10040, inclusive
TWRY 10042
TWRY 10045
TWRY 10047 -
10048, inclusive
TWRY 10050 -
10054, inclusive
TWRY 10056
TWRY 10060 -
10062, inclusive
TWRY 10065
TWRY 10069 -
10071, inclusive
TWRY 10073

CAR NUMBERS

TWRY 10075
TWRY 10078
TWRY 10080 -
10082, inclusive
TWRY 10084 -
10087, inclusive
TWRY 10096
TWRY 10118
TWRY 10120
TWRY 10121
TWRY 10124

The cars listed above in the TWRY 5000 series have been previously designated with the prefix "HLMX" and are the same cars being released pursuant to this Partial Termination.

The names and addresses of the parties to the enclosed documents are:

Partial Termination of Security Agreements and Collateral Assignments dated as of April 29, 1988, May 19, 1988, and June 29, 1988, respectively.

Debtor/ Assignor:	Helm Financial Corporation One Embarcadero Center Suite 3320 San Francisco, CA 94111
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Secured Party/ Assignee:	Westinghouse Credit Corporation One Oxford Centre Pittsburgh, PA 15219
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A fee of \$_____ is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Partial termination of three Security Agreements and Collateral Assignments between Westinghouse Credit Corporation and Helm Financial Corporation dated as of May 10, 1988, May 19, 1988, and July 21, 1988 respectively, covering one hundred (100) railroad cars, numbered TWRY 5003 - 5005, inclusive, TWRY 5007- 5008, inclusive, TWRY 5011-5016, inclusive, TWRY 5018-5019, inclusive, TWRY 5022-5024, inclusive, TWRY 5027-5028, inclusive, TWRY 5033, TWRY 5036, TWRY 5041-5043, inclusive, TWRY 5045, TWRY 5047-5048, inclusive, TWRY 5050-5051, inclusive, TWRY 5053-5055, inclusive, TWRY 5058-5061, inclusive, TWRY 5063-5065, inclusive, TWRY 5069, TWRY 5073, TWRY 5075-5076, inclusive, TWRY 5078, TWRY 5081, TWRY 5085, TWRY 5087, TWRY 5091, TWRY 5094-5095, inclusive, TWRY 5098-5099, TWRY 5101, TWRY 5103, TWRY 5105-5106, inclusive, TWRY 5111, TWRY 10001-10003, inclusive, TWRY 10005-10006, inclusive,

TWRY 10009, TWRY 10014-10015, inclusive, TWRY 10033, TWRY 10038-10040, inclusive, TWRY 10042, TWRY 10045, TWRY 10047-10048, inclusive, TWRY 10050-10054, inclusive, TWRY 10056, TWRY 10060-10062, inclusive, TWRY 10065, TWRY 10069-10071, inclusive, TWRY 10073, TWRY 10075, TWRY 10078, TWRY 10080-10082, inclusive, TWRY 10084-10087, inclusive, TWRY 10096, TWRY 10118, TWRY 10120, TWRY 10121, TWRY 10124.

Your are hereby authorized to deliver two copies of the partial termination with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By *McCann Garland Ridall & Burke*

Enclosure

07LT28/57

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/3/88

McCann, Garland, Ridall & Burke
Suite 4000
309 Smithfield Street
Pittsburgh, PA 15222

Dear Sir,

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/3/88 at 11:05AM, and assigned recordation number(s). 15630-H, 15644-G & 15734-B

Sincerely yours,

Nanta L. McGee

Secretary

Enclosure(s)

15734-B
RECORDATION NO. 15734-B
JUL 11 1988
758

PARTIAL TERMINATION OF
SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT, dated as of September 12, 1988, by Westinghouse Credit Corporation, a Delaware corporation (hereinafter called "Westinghouse"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns One Hundred (100) 100-ton 3418 cubic foot triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division ("Bethlehem"), 1988 bearing American Association of Railroads Designation Numbers as described in Exhibit A attached hereto (the "Cars"). Helm has leased the Cars to the Tradewater Railway Company, a Kentucky short-line railroad ("Tradewater"), pursuant to a certain Lease of Railroad Equipment, dated as of January 28, 1982, between Tradewater and CIS Equipment Leasing Corporation ("CIS") (the "Lease"), said Lease being assigned to Helm on March 1, 1985. Helm has granted a security interest in the Cars, the Lease, and a Purchase Order, dated December 1, 1987, and reply letter from Bethlehem, dated March 22, 1988 (the "Purchase Order") (hereinafter collectively referred to as the "Collateral"), to Westinghouse upon the terms and conditions provided in those certain Security Agreements, dated as of May 10, 1988, May 19, 1988 and July 21, 1988 between Helm and Westinghouse, as amended (the "Security Agreements"). Helm assigned the Collateral to Westinghouse upon the terms and conditions provided in those certain Collateral Assignments of Leases and RMI Agreement, dated as of May 10, 1988, May 19, 1988 and July 21, 1988, between Helm and Westinghouse (the "Collateral Assignments").

Pursuant to Paragraph 1.5 of each of the Security Agreements and pursuant to the terms of the Collateral Assignments, Westinghouse and Helm desire to terminate Westinghouse's security interest in and the assignment of the Cars, the Lease and the Purchase Order as it relates to the Cars (the "Lease and the Purchase Order as it relates only to the Cars shall hereinafter be referred to as the "Related Collateral").

2. Termination of Security Interest. Westinghouse's security interest in and the assignment of the Cars and Related Collateral shall be and is hereby terminated upon the filing of this Partial Termination with the Interstate Commerce Commission and all of Westinghouse's right, title and interest in and to the Cars and Related Collateral shall and has become null and void.

IN WITNESS WHEREOF, Westinghouse, pursuant to due authority, has executed this Partial Termination of Security Agreement and Collateral Assignment as of the date first above written.

WESTINGHOUSE CREDIT CORPORATION

ATTEST:

Name: _____
Title: _____

By: [Signature]
Title: Senior Investment Manager

[CORPORATE SEAL]

STATE OF PENNSYLVANIA

COUNTY OF Allegheny)
ss.

On this 26th day of September, 1988, before me, personally appeared William A. Orr to me personally known, who being by me duly sworn, says that he is a Senior Investment Manager of Westinghouse Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

[Signature]
Notary Public

JOANN B. KLINGLER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES MAY 6, 1991
Member, Pennsylvania Association of Notaries

EXHIBIT A

DESCRIPTION OF EQUIPMENT:

ONE HUNDRED (100) 100-TON, 3418 CUBIC FOOT, TRIPLE POCKET, OPEN TOP HOPPER CARS REMANUFACTURED (RULE 18) BY BETHLEHEM STEEL FREIGHT CAR DIVISION, 1988, AS FURTHER DESCRIBED BELOW:

TWRY 5003	TWRY 5048	TWRY 5099	TWRY 10053
TWRY 5004	TWRY 5050	TWRY 5101	TWRY 10054
TWRY 5005	TWRY 5051	TWRY 5103	TWRY 10056
TWRY 5007	TWRY 5053	TWRY 5105	TWRY 10060
TWRY 5008	TWRY 5054	TWRY 5106	TWRY 10061
TWRY 5011	TWRY 5055	TWRY 5111	TWRY 10062
TWRY 5012	TWRY 5058	TWRY 10001	TWRY 10065
TWRY 5013	TWRY 5059	TWRY 10002	TWRY 10069
TWRY 5014	TWRY 5060	TWRY 10003	TWRY 10070
TWRY 5015	TWRY 5061	TWRY 10005	TWRY 10071
TWRY 5016	TWRY 5063	TWRY 10006	TWRY 10073
TWRY 5018	TWRY 5064	TWRY 10009	TWRY 10075
TWRY 5019	TWRY 5065	TWRY 10014	TWRY 10078
TWRY 5022	TWRY 5069	TWRY 10015	TWRY 10080
TWRY 5023	TWRY 5073	TWRY 10033	TWRY 10081
TWRY 5024	TWRY 5075	TWRY 10038	TWRY 10082
TWRY 5027	TWRY 5076	TWRY 10039	TWRY 10084
TWRY 5028	TWRY 5078	TWRY 10040	TWRY 10085
TWRY 5033	TWRY 5081	TWRY 10042	TWRY 10086
TWRY 5036	TWRY 5085	TWRY 10045	TWRY 10087
TWRY 5041	TWRY 5087	TWRY 10047	TWRY 10096
TWRY 5042	TWRY 5091	TWRY 10048	TWRY 10118
TWRY 5043	TWRY 5094	TWRY 10050	TWRY 10120
TWRY 5045	TWRY 5095	TWRY 10051	TWRY 10121
TWRY 5047	TWRY 5098	TWRY 10052	TWRY 10124

The Cars listed above in the TWRY 5000 series have been previously designated with the prefix "HLMX" and are the same Cars being released pursuant to this Partial Termination.